

1. Qualifications & Experience

a. Legal Structure and Organization

The GEO Group, Inc. (GEO) is a publicly traded Corporation listed on the NYSE traded under the symbol “GEO.” GEO has assembled a team of highly skilled, industry professionals with a demonstrated ability to work in the private and public sectors, including a world-class design/build project team to successfully respond to the needs of the Commonwealth of Virginia. GEO is a world leader in the delivery of correctional and detention management, health and mental health, and other diversified services to federal, state, and local government agencies around the globe.

The Project Team members have been selected and the team organized specifically for the purpose of providing a secure medium custody facility to the Commonwealth of Virginia that answers the State’s need. Each team member is well-qualified in their field of specialty and contributes significantly to the comprehensive services we are proposing in this Part 1, Conceptual Phase Submission, in accordance with the Public-Private Education and Facilities and Infrastructure Act of 2002 (PPEA), as amended, for the design, finance, construction, and operation of a 1,500-bed medium security correctional facility to be located in Drakes Branch, Virginia (Charlotte County).

The Project Team is composed of the following members:

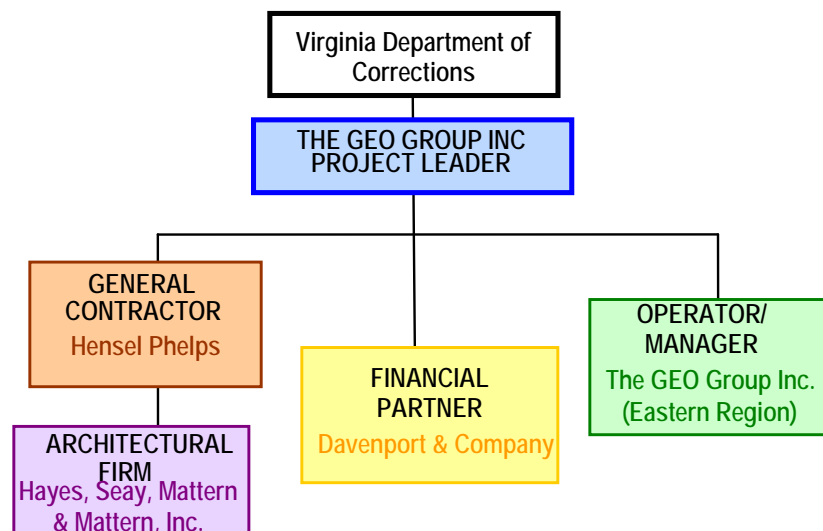
- **Developer / Operator - The GEO Group, Inc. (GEO)** will take the lead on the overall project and serve as the primary point of contact. GEO’s in-house architectural team, GEO Design Services, Inc. (GEODSI), has created the conceptual design for the new facility and will follow the project through to completion by providing direction to the architect-of-record and also providing construction oversight. GEODSI has extensive experience in the design and construction oversight of corrections/detention facilities, providing these services for GEO on more than three dozen new or renovated United States (US) facilities, as well as for projects in Puerto Rico, Canada and Curacao, since GEO’s first project, the Aurora/ICE Processing Center in Aurora, Colorado, in 1986.

Following the completion of the Facility, operations would be implemented and overseen by a team of dedicated, professional corporate and regional staff under the leadership of John M. Hurley, President, U.S. Corrections and Senior Vice President, North American Operations. The GEO Group’s ***Operations Division*** is responsible for ensuring adherence to the operational standards of the various management contracts and professional and governmental commissions and/or regulatory agencies, as well as setting and monitoring the operational policies and procedures of GEO. Operational responsibilities include training and administration of all personnel, purchasing of supplies and contract services, and development inmate programs.

- **General Contractor** - **Hensel Phelps Construction Company** will be the General Contractor and will provide all construction related services, including hiring construction subcontractors and consultants. The company is one of the nation's largest construction companies and constructs commercial, institutional, industrial, defense, and other specialty projects through both competitive and negotiated means. As a general contractor since 1937, Hensel Phelps offers one of the strongest records for on-time delivery and cost effective performance in the industry.
- **Architectural Firm** - **Hayes, Seay, Mattern & Mattern, Inc. (HSMM)** will be the architect-of-record, serving as the experts in local and regional design standards, ensuring that Virginia codes and standards are met, and including any materials selected for use in construction of the new facility to meet local weather conditions. Like GEO Design Services, Inc. and Hensel Phelps, HSMM also has extensive experience in corrections/detention projects.
- **Financial Advisor** - **Davenport & Company LLC** will serve as the financial advisor for the project. Davenport is an independent investment banking and full service brokerage firm headquartered in Richmond, Virginia and dedicated since 1863 to delivering investment services of the highest standard to Virginia companies, communities, and investors. Davenport has the largest Public Finance department of any firm in Virginia.

Additional detailed information for GEO as well as its project team members, Hensel Phelps, HHSM, and Davenport, can be found at the end of this section behind each firm's labeled tab. Copies of Virginia licenses and/or registration have been included as well.

PROJECT TEAM:



b. Organizational Background

In the twenty (20) years since our founding, GEO has become a quality leader in the provision of comprehensive corrections and detention services:

- 1984** Founded as a division of The Wackenhut Corporation
- 1988** Incorporated as a wholly-owned subsidiary of The Wackenhut Corporation
- 1994** IPO on NASDAQ
- 1996** Listed on NYSE
- 2002** The Wackenhut Corporation acquired by Group 4 Falck A/S – now Wackenhut Corrections Corporation (WCC) major shareholder. WCC repurchases 12 million shares of WCC common stock held by Group 4 Falck A/S;
- 2003** WCC shareholders approve company name change to The GEO Group, Inc.; and Company Articles of Incorporation amended to The GEO Group, Inc.
- 2004** The GEO Group, Inc. begins trading under the symbol “GGI” on the NYSE
- 2005** GEO acquired Correctional Services Corporation;
- 2006** The GEO Group Inc. changed it’s symbol from “GGI” to “GEO” on the NYSE to strengthen the company’s corporate identity;
- 2007** GEO acquired CentraCore Properties Trust (CPT), a correctional and real estate investment trust.

GEO is divided into ten (10) major divisions – Executive, U.S. Corrections/Operations, International Services, Legal, Human Resources, Design Services and Facility Maintenance, Business Management, Information Systems, Business/Proposal Development and GEO Care: Mental Health/Residential Treatment Services. These divisions and the corporate organization are reflected in the Organization Chart found behind the Tab labeled “The GEO Group Inc.” at the end of this section.

Please see GEO Organizational Chart located behind the “GEO” Tab

c. Past and Current Comparable Projects/Facilities

GEO’s clients include federal, state, county and city governments. Our facilities house males and females, adults and juveniles, pre-sentence and sentenced, detainees and prisoners, citizens and aliens. Worldwide, GEO operates and manages sixty-six (66) facilities comprising approximately 58,000 beds. In the U.S., GEO currently operates and manages forty-eight (48) secure corrections and detention facilities comprising over 40,000 beds. At the majority of these facilities, GEO is solely responsible for providing all security and comprehensive correctional services.

Please find the following items behind the GEO tab at the end of this section:

- Operations Fact Sheet and Operations Fact Summary Sheet:
A list of all facilities operated by GEO, by client type, along with bed totals
- Most Comparable Facility Biographies:
The descriptions included here are for the most comparable facilities operated by GEO: approximately 1,000 or more beds, adult male, minimum/medium security, significant programming requirements
- Contract References:
The contract references are all GEO's current and past contracts

GEO has been very successful with this type of partnership on a number of projects across the U.S. Some of the projects that have been completed by the partnering of GEO with Hensel Phelps Construction include:

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| • Aurora/INS Processing Center | Aurora, CO. |
| • Lawton Correctional Facility | Lawton, OK |
| • Western Region Detention Facility | San Diego, CA. |
| • Rivers Correctional Institution | Winton, NC |
| • Desert View Modified Community Correctional Facility | Adelanto, CA |
| • McFarland Modified Community Correctional Facility | McFarland, CA |
| • Curaçao Penitentiary, Renovation/Modernization | Willemstad, Curaçao |

d. Contact Information

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e. Financial Information

Please refer to the attachments provided behind in the company-specific tabs at the end of this section for most recent financial information on The GEO Group, Inc. and Hensel Phelps Construction Company.

f. Conflict of Interest

To the best of our knowledge none of the individuals or firms included in this proposal will be obligated to disqualify themselves due to a conflict of interest.

g. Staff Recruitment

Commitment to quality service and professionalism is the cornerstone of GEO's business philosophy. Inherent in our commitment to excellence is our dedication to attracting, developing and motivating a professional work force, relying upon only the highest standards in recruitment, selection and training of personnel. We recognize that the contributions and actions of every employee are required to realize fully our organizational capabilities and goals.

GEO offers a variety of career challenges and opportunities for men and women of integrity, determination and professionalism who are achievement oriented and possess sound human relations skills. To date GEO continues to be highly successful in the selection, hiring and retention of employees. Our practices and procedures have provided the corporation with a very stable professional workforce.

Employees at other GEO facilities, originally from the area, shall have the opportunity to apply for a transfer to this Facility, subject to meeting all qualifications and training requirements. GEO promotional opportunity policies will enable current employees to compete for supervisory positions at the Facility, subject to qualification and training standards.

- **Local Recruitment**

It is GEO's practice to employ residents of the local and surrounding areas in newly acquired contracts. We believe that, at present, more than 96% the staff of our various facilities reside in the local area of the Facility at which they work. Exceptions for hires outside of the local area, or the state, depend on the qualifications for corrections professionals such as the Warden, and other Administrative/Executive staff. In many cases, professional staff are temporarily assigned to a comparable facility to gain experience by undergoing on-the-job training.

Job applicants will be recruited through radio and newspaper announcements in Charlotte County, Drakes Branch and surrounding areas. We will solicit the cooperation of any available state employment services. GEO will advertise job opportunities in available minority newspapers and radio stations with a goal of hiring as many employees as possible from the local area.

- **Job Fairs**

Several weeks prior to the opening date of the Facility, GEO will host both a vendor fair and at least one job fair in the local area, in cooperation with state employment services. Corporate staff and specialty staff from other GEO facilities (medical, financial, personnel, security employees to name a few) will be at the job fair to collect applications and conduct the initial job interviews. Follow-up interviews will be conducted, if necessary, along with background checks for those selected.

Job fairs are usually held in the Facility or a local community center in order to provide additional opportunities for interested individuals to meet the staff, see the Facility, and receive answers to any questions they might have regarding GEO, the new Facility, career opportunities, salary and benefits, or other job-related issues.

GEO also participates in college job fairs, and fairs held for military personnel soon to be discharged or retired.

h. Training Programs

GEO's premier status as a leading provider of private correctional services is based on its conviction that a professional staff is essential to the operation of a successful, safe and efficient correctional operation. Staff training is of paramount importance because of the positive impact it has on improving staff performance, increasing retention, and boosting morale; all of which enhances operations and reduces the potential for error. GEO's staff training program is structured to ensure each employee successfully completes training that meets or exceeds American Correctional Association (ACA), GEO, and Virginia Department of Corrections (VDOC) Standards.

It is GEO's policy to provide training to all employees to empower them with the knowledge, skills and ability necessary to perform their assigned job duties. GEO's operational philosophy is incorporated throughout the training process to ensure compliance with all legal, contractual, professional and ethical standards. GEO recognizes that employees perform more efficiently and effectively when they are properly trained. Training creates a positive work environment and enables employees to realize a greater job performance satisfaction.

The Facility's training program will adhere to the following:

- A full-time Training Director who has received specialized training to be certified to conduct training. All trainers will be certified by a state or nationally recognized agency.
- No employee will be assigned to perform duties until all initial training, or refresher training, as prescribed by ACA, GEO, and Virginia Department of Corrections Standards, is successfully completed and certified.
- Failure of any employee to successfully complete required training may be sufficient reason to disqualify that employee from duty.
- Adequate space and equipment are provided for the training program.
- Funds shall be available to reimburse staff for training or to fund staff required to relieve regular staff for training purposes.

The Facility Training Director, working in conjunction with the Training Advisory Committee, will develop a complete training plan. The training plan shall include proficiency testing, instructor(s) qualifications, course descriptions, and detailed lesson plans that include subject matter and methods of presentation, course objectives, participant evaluation procedures, and the location and training duration. GEO shall submit the training plan to the Contract Monitor for review no more than 30 days after the contract is awarded and before contract performance begins.

GEO will utilize the VDOC Core Curriculum and an “Approved Training School” for first year training. GEO will work to establish its training department as an “Approved Training School.” GEO will provide Institutional Training as defined by the Virginia Department of Corrections.

i. Department of Minority Business Enterprise

GEO, by corporate policy, encourages the participation of small, minority, and women-owned businesses, in its sourcing of vendors to supply goods and services for its corporate, as well as individual, project requirements. Subcontractors and team members to our projects are required to supply a business plan for their development of minority and women-owned business enterprises supplying the contract. The information is provided to us in writing and monitored to ensure appropriate usage of these businesses.

To encourage the participation of small, minority, and women-owned businesses, GEO sponsors vendor fairs targeting the local minority and women-owned business community. These fairs have served as a means for GEO to introduce ourselves to the local business community and, at the same time, enable us to begin the evaluation process in qualifying the targeted potential vendors. GEO places advertisements soliciting participation in newspapers, television access channels, and minority newsletters, to name a few outlets for recruitment.

j. Qualification Statement

To the best of our knowledge none of the proposing firms are currently debarred or suspended by any federal, state or local government entity. Please find signed and notarized Department of General Services Forms 30-168 for Hensel Phelps Construction Company located behind the company-specific tab at the end of this section. Also, included behind the company-specific tabs are copies of Virginia licenses/registrations, key resumes, experience information, and financial information.

See the following labeled tabs for company-specific information, as applicable:

- ***The GEO Group Inc.***
 - ***Hensel Phelps Construction***
 - ***HSMM***
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k. Worker Safety Programs

Design/Build Phase:

Preliminary Project Safety Plan

The responsibility for safety and health will be clearly defined, and performance will be accurately evaluated, recorded, publicized, and criticized or rewarded. Serious or repeated safety violations will be cause for reprimand or discharge. Control will be exercised constantly at all levels of responsibility. All accidents or near misses will be cause for investigation and remedial action. Participation in the Site Specific Safety & Health Program will include all employees and subcontractors on a continual and organized basis, and safety and health will be the first consideration in the planning and performance of the work.

This job-proven approach results in outstanding safety performance as evidenced by the previously summarized safety performance statistics. Corporately, Hensel Phelps assures that the Construction Project Superintendent is not compromised concerning safety-related issues with contrasting contractor goals of cost and schedule. The Superintendent is assisted in the safety effort by the Safety Engineer and Quality Control Manager, who look for safety problems as part of their inspection process.

District Safety Officer

The Hensel Phelps District Safety Officer will develop a Safety and Policy Procedures Manual that complies with all governing occupational safety hazard regulations to be used. The District Safety Officer will perform periodic safety inspections to ensure compliance with the Manual. Subcontractors will be notified of violations in writing, with follow-up inspections conducted to verify correction. The reduction of injury to workmen, lost time, property security, etc. will be an ongoing, daily responsibility of all project personnel, and the primary responsibility of the District Safety Officer.

The District Safety Officer will also be responsible for:

- Establishing, implementing, and monitoring a project safety program;
- Training seminars on safety including pre-bid meetings and the establishment of subcontractors safety incentive programs;
- Walk-through inspections and reports; and
- Issuance of safety bulletins and primary responsibility for safety related reports.

Hensel Phelps is a national leader in safety performance. Our 4-year record of over 12.5 million man-hours of self performed labor with only 2 lost time accidents is unparalleled in the industry. In 1998, Hensel Phelps was awarded the “**H.B. Alexander Commendation Award,**” the highest national honor of the Associated General Contractors for excellence in safety performance.

Recognition for safety performance has included the following prestigious awards:

AGC H.B. Alexander Award (1998) – 1st Place, Best Safety Record - Building Division

AGC H.B. Alexander Award (1997) - 2nd Place, Best Safety Record - Building Division

Contractor of the Year for Safety Performance (1997) Corps of Engineers, Fort Hood Vehicle Maintenance Facility

Safety Contractor of the Year (1996) Omaha District, B-2 Package 77, Whiteman AFB, MO

Chief of Engineers National Safety Award (1996) Corps of Engineers, 10th Special Forces Complex, Fort Carson, CO

Contractor Safe Performance Award (1995) – Chief of Engineers, NORAD Renovations

Contractor Safe Performance Award (1995) – Chief of Engineers, 10th Special Forces Complex

AGC H.B. Alexander Award - 2nd Place, Best Safety Record (1994) - Building Division

National Safety Council Award of Honor (1994)

Chief of Engineers National Safety Award (1992) - USACE - NORAD IDIQ Renovations and Upgrades, Cheyenne Mountain AFB

Commander's Contractor Safety and Health Award for Zero Lost Time Accidents (1990 & 1991) - USACE Omaha District - NORAD IDIQ Renovations and Upgrades, Cheyenne Mountain AFB

Safety Contractor of the Year Award (1992) - USACE Albuquerque District - F-117A Hangars, Holloman AFB

Albuquerque District Commanders Safety Achievement Award (1992) - USACE Albuquerque District - F-117A Hangars, Holloman AFB

Operations Phase:

Once construction of the Facility is completed, GEO will operate and maintain the Facility in compliance with all applicable federal, state and local safety and fire codes and applicable Court Orders, VDOC Policies, and ACA Standards relative to safety.

GEO will conduct a documented fire and safety inspection, at least weekly, by properly trained and qualified Risk Manager. This position will be responsible to the Warden for the establishment and maintenance of a comprehensive safety program for the Facility. The Risk Manager will ensure that the Facility meets or exceeds all pertinent safety standards and establish and implement regular safety inspections of the Facility. Any alteration, construction, renovation, occupancy classification or use condition changes of the facility shall maintain continued fire safety procedures.

No employee or inmate will be exposed to known occupational safety or health hazards. Compliance with accepted safety practices are the responsibility of each employee. The Warden and the Risk Manager will implement appropriate mechanisms for the identification and timely correction of violations, hazards or deficiencies.

The Warden shall ensure that the facility is regularly inspected by a qualified State fire official, and that Facility staff conduct weekly fire and safety inspections.